

**AMENDMENTS TO THE CLAIMS**

Please amend the claims as follows.

1.-20. (Cancelled)

21. (Previously Presented) A drilling fluid comprising:

- an oleaginous fluid, wherein the oleaginous fluid is the continuous phase of the drilling fluid and wherein the oleaginous fluid comprises from about 30% to about 95% by volume of the drilling fluid and the oleaginous fluid of a material selected from a group consisting of diesel oil, mineral oil, synthetic oil, esters, ethers, acetals, dialkylcarbonates, olefins, and combinations thereof;
- a non-oleaginous fluid, wherein the non-oleaginous fluid is the discontinuous phase of the drilling fluid, wherein the non-oleaginous fluid comprises from about 5% to about 70% by volume of said drilling fluid and the non-oleaginous fluid is selected from the group consisting of fresh water, sea water, a brine containing organic or inorganic dissolved salts, a liquid containing water-miscible organic compounds, and combinations thereof;
- an organophillic clay, wherein the organophillic clay is present in a concentration of about 0.1% to about 6% by weight;
- a primary emulsifier selected from an amidoamine and/or an oleate ester, wherein the primary emulsifier is in sufficient concentration to stabilize the invert emulsion;
- a weighting agent, wherein the weighting agent or bridging agent is selected from the group consisting of galena, hematite, magnetite, iron oxides, illmenite, barite, siderite, celestite, dolomite, calcite and combinations thereof; and
- a rheology modifier, wherein the rheology modifier is a mixture of C<sub>12</sub> to C<sub>22</sub> polycarboxylic fatty acids, including at least a dimer polycarboxylic C<sub>12</sub> to C<sub>22</sub> fatty acid, and a trimer polycarboxylic C<sub>12</sub> to C<sub>22</sub> fatty acid, wherein the mixture of polycarboxylic fatty acids is added in sufficient concentration so that the trimeric polycarboxylic fatty acid concentration in the drilling fluid is greater than 0.1 pounds per barrel and is up to 5.0 pounds per barrel.

Application No.: 10/647,737

Docket No.: 05542/073001

22. (Cancelled)

23. (Cancelled)

24. (Cancelled)